

GRAY ROBINSON
ATTORNEYS AT LAW

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September 26, 2018

Mr. Greg Donovan
Melbourne Airport Authority
One Air Terminal Parkway, Suite 220
Melbourne, FL 32801-1881
VIA EMAIL: GDOVAN@MLBAIR.COM

Re: Agreement with GrayRobinson, P.A.

Dear Mr. Donovan:

Thank you very much for your many years of partnership with GrayRobinson, P.A. ("GrayRobinson" or "the Firm"). We appreciate the opportunity to continue providing governmental consulting services to **Melbourne Airport Authority** ("MLB" or "you"). The Firm remains committed to providing the highest level of service in furtherance of your goals. This letter (which will govern our relationship for the next three years and replace the engagement letter dated January 23, 2017) will describe the terms under which that representation will continue, disclose the Firm's reporting responsibilities under the law, and summarize the nature of government consulting services as compared to legal services.

Firm Contacts for Your Representation

You have asked that we represent MLB before the State of Florida on airport issues related to the executive and legislative branches of government. The entire team of GrayRobinson's lobbyists will be available to advance your interests. However, in order to ensure that your needs are efficiently and fully addressed, Chris Dawson and I will be the primary contacts for this representation. If we should ever be unavailable, I would encourage you to contact Chris Carmody, or Katie Flury, who will serve as additional contacts for this representation.

Fees, Costs and Terms

In exchange for these services, GrayRobinson will charge a flat annual fee of \$50,000, split into 10 equal payments of \$5,000 per month beginning with an initial payment of \$5,000 on October 1, 2018 the final payment due on July 1, 2019. Effective October 1, 2019, MLB has agreed to pay the Firm \$55,000 annually over 10 equal monthly payments beginning with an initial payment of \$5,500.00 on October 1, 2019 and continuing on the first of each month through July 1, 2020. Effective October 1, 2020, MLB has agreed to pay the Firm \$60,000 annually over 10 equal monthly payments beginning with an initial payment of \$6,000 on October 1, 2020 and continuing on the first of each month through July 1, 2021. All payments should be remitted to 301 East Pine Street #1400, Orlando, FL 32801 or via ACH transfer or other electronic transfer upon receipt of invoice. Documented, out-of-pocket costs directly attributable to the performance of this work will be billed in addition to the monthly retainer, and these costs may include travel and other expenses incurred on MLB's behalf. No monthly costs that in the aggregate exceed \$500 will be incurred without your prior approval. Both MLB and the Firm have the right to terminate this contract with or without cause with thirty (30) days' notice given.

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Lobbyist Registration

Florida law requires that GrayRobinson's lobbyists must register with the state prior to engaging in lobbying activity. Lobbyist registrations are effective when they are received by the state, and lobbying may not occur prior to proper registration. The registration and fee cycle is a calendar year beginning January 1 and ending December 31. Therefore, MLB consents for the firm's lobbyists to register to represent MLB, and MLB agrees to reimburse the Firm for the cost of lobbyist registrations.

Lobbyist registration fees are:

- **Legislature:** \$20 for each person from the point of registration until December 31; then renewed in January each calendar year thereafter.
- **Executive:** \$25 for each person from the point of registration until December 31; then renewed in January each calendar year thereafter.

Given that GrayRobinson is already registered to lobby on behalf of MLB, you will not need to complete any new registration forms. However, by signing below, you agree to our ongoing representation and continued registration as your lobbyists.

Compensation Reporting

Florida law requires that the fees and costs invoiced by GrayRobinson for lobbying services are reportable to the state on a quarterly basis to both the Florida Legislature and the Florida Commission on Ethics. Therefore, MLB consents to the quarterly disclosure of compensation paid or owed to GrayRobinson for lobbying activity as required by Chapter 2005-359, Laws of Florida. Such consent is granted so that GrayRobinson may file the specified quarterly reports, disclosing only the information required by Chapter 2005-359, Laws of Florida, and shall remain in effect as long as any GrayRobinson lawyer or non-lawyer lobbyist serves as the client's registered representative before the Legislature and any executive branch agency.

Unless you direct otherwise, the Firm will attribute and report 40% of our fees and reimbursements as legislative branch lobbying fees, and 60% of our fees and reimbursements as executive branch lobbying fees, subject to periodic adjustment by us to reflect our best professional judgment regarding allocation of our efforts associated with this representation.

Confidentiality

In order to ensure the candor and trust in our relationship that forms the basis of effective representation, it is the policy of the Firm to keep strictly confidential all information about your interests and strategies. Because information is our stock in trade and because advancing your interests may depend on it, we ask that you also keep confidential any information we may share with you regarding political strategy, insight, information, or analysis.

Distinguishing Between Lobbying and Legal Services; Conflicts

GrayRobinson offers not only legal services, but also lobbying services. It is important to understand the distinction between those services relative to conflicts.

Both lobbyists and lawyers must avoid conflict of interest. Lawyers may not accept a legal client adverse to another legal client in a legal matter, and our lobbyists will decline to accept a lobbying client involved in legal action against an existing legal or lobbying client of the Firm. However, legal services

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and lobbying are separate and distinct services for the purposes of evaluating conflicts, and, because lobbying frequently involves advocating for potential changes to existing law within the legislative branch or application of the law by the executive branch, the positions advanced on behalf of lobbying clients may or may not differ from legal positions taken on behalf of clients in judicial proceedings. In some instances, lobbying clients may not have a legal conflict, but they may be marketplace competitors or they may take inconsistent positions on one or more lobbying issues. We will bring any such situations to your attention immediately upon discovery, and we likewise ask you to contact us immediately if you have similar concerns at any time. Whenever conditions merit, we will implement and maintain an "ethics wall" to maintain complete separation of information, strategy, and personnel associated with the affected lobbying clients.

Under the scope of representation outlined above, we know of no legal conflicts with our current lobbying clients, and we have discussed our plan for protecting your interest from marketplace competitors via an ethics wall. If you ever have a concern about a perceived or potential conflict, or any other issue, we ask that you alert us immediately so we can address it in a mutually acceptable fashion. We will do the same.

I believe the above reflects our understanding. If it does, please sign this agreement and return to me. If not already completed, electronic lobbyist registration forms will be sent separately from the respective entities for 2018. I appreciate your attention to this matter and look forward to working with you. Please never hesitate to contact me if we can assist you in any way.

Sincerely,


Robert F. Stuart, Jr.

10/24/18

Date

For: Melbourne Airport Authority

By: Signature

Greg Donovan
Printed Name

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POLICY REGARDING FEES AND EXPENSES

FEES:

Quality legal services and good results require ability and effort. These are our "stock in trade." Generally, our fees are based on our skill, the time expended, and the responsibility involved. While our fee in most cases will be based mainly on the time devoted to the matter and the professional skill involved, the Supreme Court of Florida has ruled that where a favorable result has been obtained for a client, a reasonable attorney's fee may include consideration of that favorable result and may result in a fee greater than one based solely on a normal hourly rate. We will charge such a fee where we believe it is justified and in accordance with the Supreme Court's guidelines. Those guidelines involve factors other than the amount of time required, such as the uniqueness and complexity of the questions involved, the skill required to provide proper legal representation, familiarity with the specific area of law involved, the preclusion of other engagements caused by acceptance of this engagement, the magnitude of the matter, the results achieved, customary fees for similar legal services, and the nature and length of our relationship. All these factors have a significant bearing on the reasonable value of the services performed.

EXPENSES:

You will be charged a reasonable rate for computerized document production, postage, reproduction, telecopies, couriers, express mail, long-distance telephone, travel costs and other costs. We may also use computerized research services to assist in handling your matters. This service will be used when we believe that it will save you money to do so. Expenses incurred or advanced on your behalf will be itemized on the statement.

BILLING

You will be billed periodically, usually monthly. There will be a service charge of 1-1/2% per month on all accounts not paid within 30 days of the date the statement is mailed to you. Interest charges will be added on to any outstanding balance and will be reflected in subsequent statements.

In the event you should disagree with or question any amount due under an invoice, you agree to communicate such disagreement to us, in writing, within thirty (30) days of the invoice date. Any disagreement you may have with a bill that is not communicated to us within that period shall be deemed waived.

COMMENCEMENT OF REPRESENTATION:

Our representation will not commence until we receive a signed copy of the letter to which this statement is attached, together with payment of any retainer specified therein.

WITHDRAWAL FROM REPRESENTATION:

We reserve the right to withdraw as your counsel in the event you fail to honor your agreement with respect to our legal fees or for any just reason as permitted or required under the Florida Code of Professional Responsibility or as permitted by the rules of courts of the State of Florida. In the event of our withdrawal, you will promptly pay for all services rendered by us prior to the date of withdrawal.

FILE RETENTION:

You should be aware of our file retention policy. Once your case is concluded, the file will be officially closed. Once the file is closed, it may be sent to off-site storage, and there may be costs associated with retrieval of information from the file. We retain stored and closed files for a period of ten (10) years after which time they may be destroyed. Thus, if there are any documents which you need from the documents we possess, we recommend that you obtain them at the conclusion of your case.

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PRIVACY POLICY

Attorneys, like other professionals who advise on personal financial matters, are now required by a new federal law to inform their clients of their policies regarding privacy of client information. Attorneys have been, and continue to be, bound by professional standards of confidentiality that are even more stringent than those required by this new law. Therefore, we have always protected your right to privacy and do not take lightly the confidence you place in us.

In the course of providing our clients with financial and tax planning and preparation services, employment counseling, bankruptcy activities, certain real estate services, and other certain financial services, we receive significant personal financial information about you either from you or with your authorization. If you are a current or former client of GrayRobinson, P.A. you should know that all information that we receive about you is held in extreme confidence, and is not released to any person or entity outside of this law firm, except as agreed upon by you, or as required under applicable law.

We retain records relating to professional services that we provide so that we are better able to assist you with your professional needs and, in some cases, to comply with professional guidelines. In order to guard your non-public personal information, we maintain physical, electronic, and procedural safeguards that comply with our professional standards.

Please call if you have any questions regarding this matter. Your privacy, our professional ethics, and the ability to provide you with quality legal services are very important to us.

BOCA RATON Monter Park Office Tower 215 N.E. Monroe Blvd., Ste. 600 Boca Raton, Florida 33432 Tel: 561-364-3608 Fax: 561-364-4003 Receptionist: 3109	FORT LAUDERDALE 401 E. Las Olas Blvd., Ste. 1000 P.O. Box 2118 (33301-4911) Fort Lauderdale, FL 33301 Tel: 954-561-8111 Fax: 954-561-8112 Receptionist: Ext. 7409	FORT MYERS 1404 Dean St., Ste. 100 Fort Myers, FL 33901 Tel: 239-519-3001 Fax: 239-521-3334	GAINEVILLE 320 SW 2nd Ave., Ste. 106 Gainesville, FL 32601 Tel: 352-376-6500 Fax: 352-376-6484	JACKSONVILLE 50 N. Laura St., Ste. 1100 Jacksonville, FL 32202 Tel: 904-518-9929 Fax: 904-568-9103 Receptionist: 8401	KEY WEST 221 Emerson Street Key West, FL 33548 Tel: 305-294-0252 Fax: 305-292-3442	LAKELAND One Lake Morton Dr. P.O. Box 3 (33903-0003) Lakeland, FL 33801 Tel: 888-284-2500 Fax: 888-428-0310 Receptionist: Ext. 2297
MIAMI 1793 W. NASA BLVD. P.O. Box 1870 (33102-1870) Miami, FL 33101 Tel: 305-416-6300 Fax: 305-416-6301 Receptionist: Ext. 3710	MIAMI 311 SE 7th Ave., Ste. 2700 Miami, FL 33101 Tel: 305-416-6300 Fax: 305-416-6301 Receptionist: Ext. 4300	NAPLES Pinnacle Executive Center 1415 Parkshore Lane, Ste. 119 Naples, FL 34109 Tel: 239-378-3001 Fax: 239-378-3164	ORLANDO 301 E. Palm St., Ste. 1800 P.O. Box 1008 (32802-3008) Orlando, FL 32801 Tel: 407-241-1100 Fax: 407-241-3100 Receptionist: Ext. 6299	TALLAHASSEE 101 S. Dougherty St., Ste. 600 P.O. Box 11189 (32302-3189) Tallahassee, FL 32301 Tel: 904-577-9000 / 904-577-3711 Fax: 904-577-3311 or 850-222-3141 Receptionist: Ext. 2100	TAMPA 401 E. Jackson St., Ste. 3700 P.O. Box 3324 (33601-3324) Tampa, FL 33602 Tel: 813-273-8000 Direct Dial: 813-273-3141 Fax: 813-273-3141 Receptionist: Ext. 5032	WEST PALM BEACH Northridge Center 315 North Flagler Drive, Suite 1425 West Palm Beach, FL 33401 Tel: 561-838-4100 Fax: 561-838-4101